

**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

December 23, 2009

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RECORDATION NO. 23784-E FILED

DEC 23 '09 -12 56 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown.

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 1.1301.

The document is a Release and Satisfaction, a secondary document, dated as of October 14, 2009. The primary document to which this is connected is recorded Recordation No. 23784. We request that this document be recorded under Recordation No. 23784-E.

The names and addresses of the parties to the Release and Satisfaction are:

Secured Party.

Banc of America Lease Equipment Trust 2002-A by U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084-4431

Debtor:

Pioneer Railroad Equipment Co., Ltd.
1318 S. Johanson Road.
Peoria, IL 61607

A description of the equipment covered by the Release and Satisfaction consists of 14 GMC EMD Model GP16, Diesel Electric Locomotives numbered PREX 1600-1612, inclusive and 1614; 27 50-foot 70-ton Boxcars built by Pickens Railroad in 1978 numbered ALAB 401170, 401171, 401173, 401174, 401175, 401176, 401177, 401179, 401180, 401183, 401184, , 401187, 401190, 401191, 401196, 401199, 553299, 553301, 553302, 553303, 553306, 553309, 553311, 553313, 553314, 553315, and 553316, and six 5,250 cubic foot Covered Hopper Railcars numbered ALAB 630, 631, 632, 634, 635, and 636.

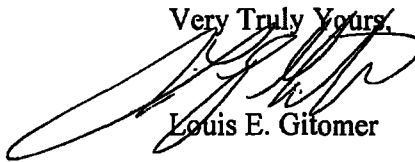
Ms. Cynthia T. Brown
December 23, 2009
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Release and Satisfaction by Banc of America Lease Equipment Trust 2002-A by U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and Pioneer Railroad Equipment Co., Ltd., 1318 S. Johanson Road, Peoria, IL 61607, covering 14 GMC EMD Model GP16, Diesel Electric Locomotives numbered PREX 1600-1612, inclusive and 1614; 27 50-foot 70-ton Boxcars built by Pickens Railroad in 1978 numbered ALAB 401170, 401171, 401173, 401174, 401175, 401176, 401177, 401179, 401180, 401183, 401184, , 401187, 401190, 401191, 401196, 401199, 553299, 553301, 553302, 553303, 553306; 553309, 553311, 553313, 553314, 553315, and 553316; and six 5,250 cubic foot Covered Hopper Railcars numbered ALAB 630, 631, 632, 634, 635, and 636.

Very Truly Yours,



Louis E. Gitomer

Enclosure

DEC 23 '09 -12 56 PM

SURFACE TRANSPORTATION BOARD

This Release and Satisfaction (the "Release") is dated as of October 14TH, 2009, between Bank of America Lease Equipment Trust 2002-A, by U S. Bank Trust National Association, as Secured Party, and Pioneer Railroad Equipment Co., Ltd., as Debtor.

WITNESSETH

WHEREAS, by a Note and Security Agreement dated December 21, 2001 (the "Security Agreement") between Bank of America Leasing & Capital, LLC ("BALC"), as secured party, and Pioneer Railroad Equipment Co., Ltd. ("Pioneer"), as Debtor, Pioneer granted a security interest to BALC in all of Pioneer's right, title and interest in and to the railroad equipment identified in Schedule 1, attached hereto; and

WHEREAS, by a Memorandum of Assignment of Equipment and Contracts dated December 1, 2001 ("Assignment 1"), between BALC, as assignor, and Tucker Commercial Lease Funding, LLC ("Tucker"), as assignee, BALC agreed to contribute and transfer its ownership interest or security interest in the equipment identified in Schedule 1 and in the contracts identified in Schedule 2 to Tucker, and

WHEREAS, by a Memorandum of Security Agreement and Assignment dated as of December 1, 2001 ("Assignment 2"), between Tucker, as assignor, and Bank of America Lease Equipment Trust 2002-A ("Trust"), as assignee, Tucker agreed to contribute and transfer its right, title and interest in the contracts identified in Schedule 2 to Trust, and to grant a security interest in the equipment identified in Schedule 1 to Trust; and

WHEREAS, the Trust and Pioneer desire to execute this Release to evidence for the public record the satisfaction and release of all of their rights and obligations under the Security Agreement, Assignment 1, and Assignment 2 with respect to the railroad equipment identified in Schedule 1, attached hereto, and the contracts identified in Schedule 2, attached hereto.

NOW, THEREFORE, in consideration of the premises:

1. The Trust and Pioneer do hereby acknowledge and confirm for the public record the satisfaction and release of all of their rights and obligations arising under the Security Agreement, Assignment 1, and Assignment 2 with respect to the railroad equipment identified in Schedule 1, attached hereto, and the contracts identified in Schedule 2, attached hereto, that all of the monetary obligations under the Security Agreement, Assignment 1, and Assignment 2 with respect to the railroad equipment identified in Schedule 1, attached hereto, and the contracts identified in Schedule 2, attached hereto, have been fully discharged and satisfied and that the Trust does hereby release its security interest in the Security Agreement, Assignment 1, and Assignment 2 with respect to the railroad equipment identified in Schedule 1, attached hereto, and the contracts identified in Schedule 2.

2 This Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Trust and Pioneer have executed or caused this Release to be executed as of the date first above written.

Bank of America Lease Equipment Trust 2002-A,
by U.S. Bank Trust National Association, not in its
individual capacity, but solely as Owner Trustee

By: Carol Jones
Its: Carol Jones
Senior Vice President

Pioneer Railroad Equipment Co., Ltd.,
as Debtor

By: _____
Its: _____

IN WITNESS WHEREOF, the Trust and Pioneer have executed or caused this Release to be executed as of the date first above written.

Bank of America Lease Equipment Trust 2002-A,
by U.S. Bank Trust National Association, not in its
individual capacity, but solely as Owner Trustee

By: _____
Its: _____

Pioneer Railroad Equipment Co., Ltd.,
as Debtor

By: *Michael Carr*
Its: *President*

Schedule 1-Equipment

14 GMC EMD Model GP16, Diesel Electric Locomotives numbered PREX 1600-1612, inclusive and 1614.

27 50-foot 70-ton Boxcars built by Pickens Railroad in 1978 numbered ALAB 401170, 401171, 401173, 401174, 401175, 401176, 401177, 401179, 401180, 401183, 401184, , 401187, 401190, 401191, 401196, 401199, 553299, 553301, 553302, 553303, 553306, 553309, 553311, 553313, 553314, 553315, and 553316.

Six 5,250 cubic foot Covered Hopper Railcars numbered ALAB 630, 631, 632, 634, 635, and 636

Schedule 2-Contracts

Pioneer Railroad Equipment Co., Ltd.

Note and Security Agreement Number 07024-00703; dated as of December 21, 2001, between Banc of America Leasing & Capital, LLC ("Secured Party") and Pioneer Railroad Equipment Co., Ltd. ("Debtor"), which was recorded at the Surface Transportation Board under Recordation No. 23784 on December 26, 2001;

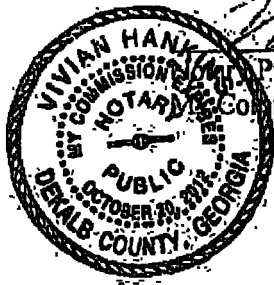
Note and Security Agreement Number 07024-00704, dated as of July 11, 2002, Banc of America Leasing & Capital, LLC ("Secured Party") and Pioneer Railroad Equipment Co., Ltd. ("Debtor"), which was recorded at the Surface Transportation Board under Recordation No. 24032 on July 16, 2002.

STATE OF GA

County of Dekalb

)
) ss.
)

On this 11 day of October 2009, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Carol T Jones personally known to me to be the person who executed the within instrument as Senior Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Public for _____
Commission expires _____

VIVIAN HANKINS NOTARY PUBLIC Dekalb County - State of Georgia My Comm. Expires Oct. 20, 2012

STATE OF IL)
) ss.
County of Peoria)

On this 22 day of December 2009, before me, Scott Isonhart, the undersigned Notary Public, personally appeared J. Michael Carl personally known to me to be the person who executed the within instrument as J. Michael Carl on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Scott L. Isonhart

Notary Public for _____
My Commission expires 5-14-11

